



D00050

ACCOUNT NO. : 072100000032

REFERENCE : 934083 4305026

AUTHORIZATION

*Patricia Piguet*

COST LIMIT : \$ 35.00

ORDER DATE : August 20, 1998

ORDER TIME : 10:43 AM

ORDER NO. : 934083-030

CUSTOMER NO: 4305026

CUSTOMER: Ms. Rochelle M. Terranova  
Sullivan & Worcester  
One Post Office Square

Boston, MA 02109

FILED  
98 AUG 21 PM 2:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

900002622229--0

NAME: HEALTH AND RETIREMENT  
PROPERTIES TRUST

XX PROFIT  
       NON-PROFIT

XX CORPORATE  
       LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

RECEIVED  
98 AUG 21 PM 12:16  
DIVISION OF CORPORATION

*See 8/24*

FILED  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION  
APPROVED FOR RECORD  
HEALTH AND RETIREMENT PROPERTIES TRUST RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
6-30-98 at 12:50 P.M.  
AMENDED AND RESTATED DECLARATION OF TRUST  
JUNE 30, 1998  
ASSESS & TAX  
98 AUG 21 PM 2:15  
FILED

Health and Retirement Properties Trust, a Maryland real estate investment trust having its principal office in the State of Maryland in Baltimore City, Maryland (which is hereinafter called the "Trust"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

**FIRST:** The Trust desires to amend its Declaration of Trust as currently in effect (the "Declaration of Trust").

**SECOND:** The Declaration of Trust is hereby amended by replacing Section 1.1 with the following:

**81818234**

1.1 Name. The name of the trust created by this Declaration of Trust shall be "HRPT Properties Trust" and so far as may be practicable the Trustees shall conduct the Trust's activities, execute all documents and sue or be sued under that name, which name (and the word "Trust" wherever used in this Declaration of Trust, except where the context otherwise requires) shall refer to the Trustees collectively, but not individually or personally nor to the officers, agents, employees or Shareholders of the Trust or of such Trustees. Under circumstances under which the Trustees determine that the use of such name is not practicable or under circumstances in which the Trustees are contractually bound to change such name, they may use such other designation or they may adopt such other name under which the Trust may hold property or conduct its activities.

**81818282**

**THIRD:** The above amendment to the Declaration of Trust does not affect the total number of common shares of beneficial interest, \$.01 par value per share, authorized or issued by the Trust.

**FOURTH:** The Board of Trustees of the Trust, at a meeting duly called and held on March 19, 1998, adopted a resolution which set forth the above amendment to the Declaration of Trust, declared that said amendment was advisable and directed that said amendment be submitted for approval by the shareholders of the Trust.

**FIFTH:** The shareholders of the Trust, voting at a meeting duly called and held on May 12, 1998, adopted a resolution which approved the above amendment to the Declaration of Trust by a vote of the holders of a majority of the issued and outstanding shares of beneficial interest of the Trust as required by Section 8.3 of the Declaration of Trust.

**SIXTH:** The above amendment to the Declaration of Trust shall be effective at 12:01 a.m. on July 1, 1998.

BALT01A:144349:2:06/09/98  
13984-1

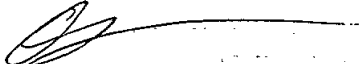
STATE OF MARYLAND

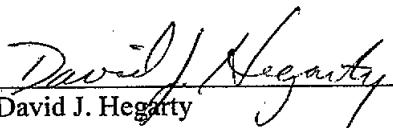
I hereby certify that this is a true and complete copy of the \_\_\_\_\_  
page document on file in this office. DATED: 8-6-98  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
BY: Barbara D. Simmons, Custodian  
This stamp replaces our previous certification system. Effective: 6/95

IN WITNESS WHEREOF, Health and Retirement Properties Trust has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Assistant Secretary on \_\_\_\_\_, 1998.

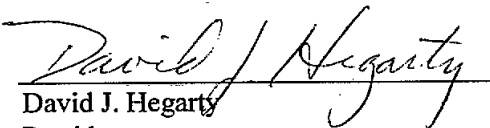
WITNESS:

HEALTH AND RETIREMENT  
PROPERTIES TRUST

  
\_\_\_\_\_  
Alexander A. Notopoulos, Jr.  
Assistant Secretary

By:   
\_\_\_\_\_  
David J. Hegarty  
President

THE UNDERSIGNED, David J. Hegarty, President of Health and Retirement Properties Trust, who executed on behalf of the Trust the foregoing Amendment of which this certificate is made a part and having been authorized by at least a majority of the Board of Trustees of the Trust, hereby acknowledges in the name and on behalf of said Trust the foregoing Amendment to be the act of said Trust and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

  
\_\_\_\_\_  
David J. Hegarty  
President